

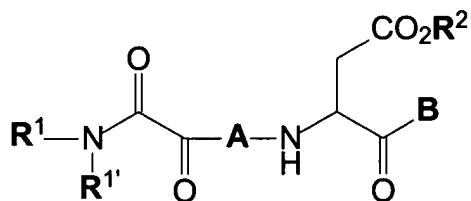
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

List of Claims:

1-23. (Canceled)

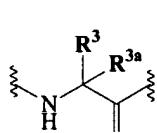
24. (Previously presented) A compound of the following formula:



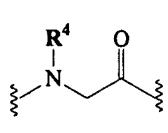
Formula I

wherein:

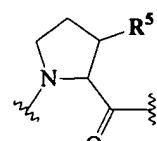
A is a natural or unnatural amino acid of Formula IIa-i:



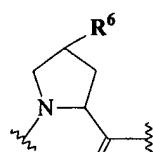
IIa



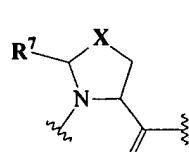
IIb



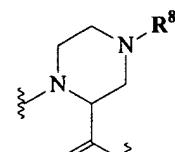
IIc



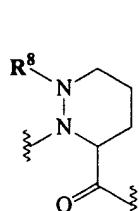
IID



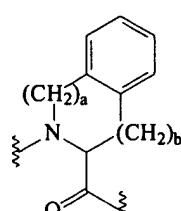
IIe



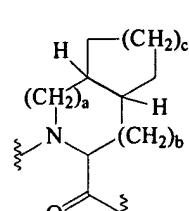
IIIf



IIg

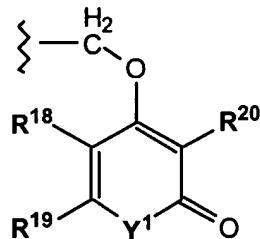


IIh

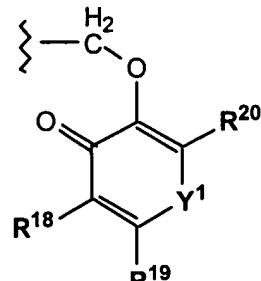


IIIi

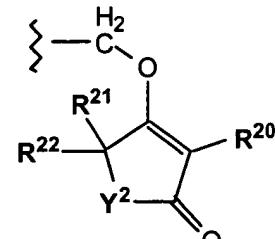
B is a hydrogen atom, a deuterium atom, alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, substituted naphthyl, 2-benzoxazolyl, substituted 2-oxazolyl, -(CH₂)_ncycloalkyl, -(CH₂)_nphenyl, -(CH₂)_n(substituted phenyl), -(CH₂)_n(1 or 2-naphthyl), -(CH₂)_n(substituted 1 or 2-naphthyl), -(CH₂)_n(heteroaryl), -(CH₂)_n(substituted heteroaryl), halomethyl, -CO₂R¹², -CONR¹³R¹⁴, -CH₂ZR¹⁵, -CH₂OCO(aryl), -CH₂OCO(heteroaryl), -CH₂OCO(substituted heteroaryl), or -CH₂OPO(R¹⁶)R¹⁷, where Z is an oxygen or a sulfur atom, or B is a group of the Formula IIIa-c:



IIIa



IIIb



IIIc

R¹ is alkyl, cycloalkyl, substituted cycloalkyl, (cycloalkyl)alkyl, (substituted cycloalkyl)alkyl, phenyl, substituted phenyl, phenylalkyl, (substituted phenyl)alkyl, naphthyl, substituted naphthyl, (1- or 2-naphthyl)alkyl, (substituted 1- or 2-naphthyl)alkyl, heterocycle, substituted heterocycle, (heterocycle)alkyl, (substituted heterocycle)alkyl, -NR^{1a}(R^{1b}), or -OR^{1c};

R^{1'} is hydrogen, alkyl, phenyl, substituted phenyl, naphthyl, substituted naphthyl, heterocycle or substituted heterocycle;

or R¹ and R^{1'} taken together with the nitrogen atom to which they are attached form a heterocycle or substituted heterocycle;

R² is hydrogen, lower alkyl, cycloalkyl, (cycloalkyl)alkyl, phenyl, substituted phenyl, phenylalkyl, (substituted phenyl)alkyl, naphthyl,

substituted naphthyl, (1- or 2-naphthyl)alkyl, or (substituted 1 or 2 naphthyl)alkyl;

and wherein:

R^{1a} and R^{1b} are independently hydrogen, alkyl, cycloalkyl, (cycloalkyl)alkyl, phenyl, substituted phenyl, phenylalkyl, (substituted phenyl)alkyl, naphthyl, substituted naphthyl, (1- or 2-naphthyl)alkyl, (substituted 1 or 2 naphthyl)alkyl, heteroaryl, substituted heteroaryl, (heteroaryl)alkyl, or (substituted heteroaryl)alkyl, with the proviso that R^{1a} and R^{1b} cannot both be hydrogen;

R^{1c} is alkyl, cycloalkyl, (cycloalkyl)alkyl, phenyl, substituted phenyl, phenylalkyl, (substituted phenyl)alkyl, naphthyl, substituted naphthyl, (1 or 2 naphthyl)alkyl, (substituted 1- or 2-naphthyl)alkyl, heteroaryl, substituted heteroaryl, (heteroaryl)alkyl, or (substituted heteroaryl)alkyl;

R^3 is lower alkyl, cycloalkyl, phenyl, substituted phenyl, $-(CH_2)_nNH_2$, $-(CH_2)_nNHCOR^9$, $-(CH_2)_nN(C=NH)NH_2$, $-(CH_2)_mCO_2R^2$, $-(CH_2)_mOR^{10}$, $-(CH_2)_mSR^{11}$, $-(CH_2)_ncycloalkyl$, $-(CH_2)_nphenyl$, $-(CH_2)_n(substituted\ phenyl)$, $-(CH_2)_n(1-\ or\ 2-naphthyl)$, $-(CH_2)_n(heteroaryl)$, or $-(CH_2)_n(substituted\ heteroaryl)$;

R^{3a} is hydrogen or methyl, or R^3 and R^{3a} taken together are $-(CH_2)_d-$ where d is an interger from 2 to 6;

R^4 is phenyl, substituted phenyl, $-(CH_2)_mphenyl$, $-(CH_2)_m(substituted\ phenyl)$, cycloalkyl, or benzofused cycloalkyl;

R^5 is hydrogen, lower alkyl, cycloalkyl, phenyl, substituted phenyl, $-(CH_2)_ncycloalkyl$, $-(CH_2)_nphenyl$, $-(CH_2)_n(substituted\ phenyl)$, or $-(CH_2)_n(1-\ or\ 2-naphthyl)$;

R^6 is hydrogen, fluorine, oxo, lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, $-(CH_2)_ncycloalkyl$, $-(CH_2)_nphenyl$,

- $(\text{CH}_2)_n$ (substituted phenyl), $-(\text{CH}_2)_n(1\text{- or } 2\text{-naphthyl})$, $-\text{OR}^{10}$, $-\text{SR}^{11}$, or $-\text{NHCOR}^9$;

R^7 is hydrogen, oxo, lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, $-(\text{CH}_2)_n$ cycloalkyl, $-(\text{CH}_2)_n$ phenyl, $(\text{CH}_2)_n$ (substituted phenyl), or $-(\text{CH}_2)_n(1\text{- or } 2\text{-naphthyl})$;

R^8 is lower alkyl, cycloalkyl, $-(\text{CH}_2)_n$ cycloalkyl, $-(\text{CH}_2)_n$ phenyl, $-(\text{CH}_2)_n$ (substituted phenyl), $-(\text{CH}_2)_n(1\text{- or } 2\text{-naphthyl})$, or $-\text{COR}^9$;

R^9 is hydrogen, lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, $-(\text{CH}_2)_n$ cycloalkyl, $-(\text{CH}_2)_n$ phenyl, $-(\text{CH}_2)_n$ (substituted phenyl), $-(\text{CH}_2)_n(1\text{- or } 2\text{-naphthyl})$, $-\text{OR}^{12}$, or $-\text{NR}^{13}\text{R}^{14}$;

R^{10} is hydrogen, lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, $-(\text{CH}_2)_n$ cycloalkyl, $-(\text{CH}_2)_n$ phenyl, $-(\text{CH}_2)_n$ (substituted phenyl), or $-(\text{CH}_2)_n(1\text{- or } 2\text{-naphthyl})$;

R^{11} is lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, $-(\text{CH}_2)_n$ cycloalkyl, $-(\text{CH}_2)_n$ phenyl, $-(\text{CH}_2)_n$ (substituted phenyl), or $-(\text{CH}_2)_n(1\text{- or } 2\text{-naphthyl})$;

R^{12} is lower alkyl, cycloalkyl, $-(\text{CH}_2)_n$ cycloalkyl, $-(\text{CH}_2)_n$ phenyl, $-(\text{CH}_2)_n$ (substituted phenyl), or $-(\text{CH}_2)_n(1\text{- or } 2\text{-naphthyl})$;

R^{13} is hydrogen, lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, substituted naphthyl, $-(\text{CH}_2)_n$ cycloalkyl, $-(\text{CH}_2)_n$ phenyl, $-(\text{CH}_2)_n$ (substituted phenyl), or $-(\text{CH}_2)_n(1\text{- or } 2\text{-naphthyl})$;

R^{14} is hydrogen or lower alkyl;

or R^{13} and R^{14} taken together form a five to seven membered carbocyclic or heterocyclic ring;

R^{15} is phenyl, substituted phenyl, naphthyl, substituted naphthyl, heteroaryl, substituted heteroaryl, $-(\text{CH}_2)_n$ phenyl, $-(\text{CH}_2)_n$ (substituted phenyl), $-(\text{CH}_2)_n(1\text{- or } 2\text{-naphthyl})$, $-(\text{CH}_2)_n$ (heteroaryl), or $-(\text{CH}_2)_n$ (substituted heteroaryl);

R¹⁶ and R¹⁷ are independently lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, phenylalkyl, (substituted phenyl)alkyl, or (cycloalkyl)alkyl;

R¹⁸ and R¹⁹ are independently hydrogen, alkyl, phenyl, substituted phenyl, -(CH₂)_nphenyl, -(CH₂)_n(substituted phenyl), or R¹⁸ and R¹⁹ taken together are -(CH=CH)₂-;

R²⁰ is hydrogen, alkyl, phenyl, substituted phenyl, -(CH₂)_nphenyl, or -(CH₂)_n(substituted phenyl);

R²¹, R²² and R²³ are independently hydrogen or alkyl;

X is -CH₂-, -(CH₂)₂-, -(CH₂)₃-, or -S-;

Y¹ is -O- or -N(R²³)-;

Y² is -CH₂-, -O-, or -N(R²³)-;

a is 0 or 1;

b is 1 or 2, provided that when a is 1 then b is 1;

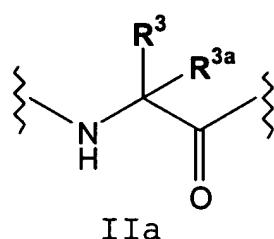
c is 1 or 2, provided that when c is 1 then a is 0 and b is 1;

m is 1 or 2; and

n is 1, 2, 3 or 4;

or a pharmaceutically acceptable salt thereof.

25. (Previously presented) The compound of claim 24 wherein A is



26. (Previously presented) The compound of claim 25 wherein R^{3a} is hydrogen.

27. (Previously presented) The compound of claim 26 wherein R³ is lower alkyl.

28. (Previously presented) The compound of claim 27 wherein R³ is methyl, ethyl, isopropyl, isobutyl or *tert*-butyl.

29. (Previously presented) The compound of claim 27 wherein R³ is methyl or isopropyl.

30. (Previously presented) The compound of claim 25 wherein R³ and R^{3a} taken together are -(CH₂)_d- where d is an integer from 2 to 6.

31. (Previously presented) The compound of claim 24 wherein B is hydrogen.

32. (Previously presented) The compound of claim 24 wherein B is -CH₂O(2,3,5,6-tetrafluorophenyl).

33. (Previously presented) The compound of claim 24 wherein B is halomethyl.

34. (Previously presented) The compound of claim 33 wherein B is -CH₂F

35. (Previously presented) The compound of claim 24 wherein B is -CH₂ZR¹⁵ wherein Z is oxygen.

36. (Previously presented) The compound of claim 35 wherein R¹⁵ is phenyl substituted with one or more halogen atoms.

37. (Previously presented) The compound of claim 36 wherein R¹⁵ is 2,6-diahalophenyl, 2,4,6-trihalophenyl, or 2,3,5,6-tetrahalophenyl.

38. (Previously presented) The compound of claim 35 wherein R¹⁵ is phenyl substituted with one or more fluorine atoms.

39. (Previously presented) The compound of claim 38 wherein R¹⁵ is 2,6-difluorophenyl, 2,4,6-trifluorophenyl, or 2,3,5,6-tetrafluorophenyl.

40. (Previously presented) The compound of claim 35 wherein R¹⁵ is substituted 1- or 2-naphthyl.

41. (Previously presented) The compound of claim 35 wherein R¹⁵ is heteroaryl or substituted heteroaryl.

42. (Previously presented) The compound of claim 41 wherein R¹⁵ is a five-membered heteroaryl or a substituted five-membered heteroaryl.

43. (Previously presented) The compound of claim 41 wherein R¹⁵ is a six-membered heteroaryl or a substituted six-membered heteroaryl.

44. (Previously presented) The compound of claim 43 wherein R¹⁵ pyrimidyl or substituted pyrimidyl.

45. (Previously presented) The compound of claim 44 wherein R¹⁵ is pyrimidyl substituted with trifluoromethyl.

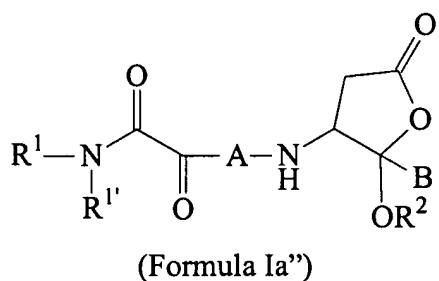
46. (Previously presented) The compound of claim 24 wherein B is CH₂OPOR¹⁶R¹⁷.

47. (Previously presented) The compound of claim 46 wherein R¹⁶ is methyl.

48. (Previously presented) The compound of claim 46 wherein R¹⁶ is phenyl.

49. (Previously presented) The compound of claim 46 wherein R¹⁷ is phenyl.

50. (Previously presented) The compound of claim 24 in the cyclic ketal form of the following formula:



51. (Previously presented) The compound of claim 50 wherein B is lower alkyl or benzyl.

52. (Previously presented) The compound of claim 24 wherein R^{1'} is hydrogen, alkyl or phenyl.

53. (Previously presented) The compound of claim 52 wherein R^{1'} is hydrogen or alkyl.

54. (Previously presented) The compound of claim 53 wherein R^{1'} is hydrogen or lower alkyl.

55. (Previously presented) The compound of claim 54 wherein R^{1'} is hydrogen or methyl.

56. (Previously presented) The compound of claim 24 wherein R¹ and R^{1'} taken together with the nitrogen atom to which they are attached form a heterocycle or substituted heterocycle.

57. (Previously presented) The compound of claim 56 wherein R¹ and R^{1'} taken together with the nitrogen atom to which they attached is 1-pyrrolindinyl, substituted 1-pyrrolindinyl, 1-piperidinyl, or substituted 1-piperidinyl.

58. (Previously presented) The compound of claim 24 wherein R¹ is phenyl.

59. (Previously presented) The compound of claim 24 wherein R¹ is substituted phenyl.

60. (Previously presented) The compound of claim 59 wherein R¹ is 2-fluorophenyl, 2-chlorophenyl, 2-bromophenyl or 2-iodophenyl.

61. (Previously presented) The compound of claim 59 wherein R¹ is 4-fluorophenyl, 4-chlorophenyl, 4-bromophenyl, or 4-iodophenyl.

62. (Previously presented) The compound of claim 59 wherein R¹ is 2,6-difluorophenyl, 2,6-dichlorophenyl, 2,4-difluorobenzyl, 2,3,5,6-tetrachlorophenyl, 2-trifluoromethylphenyl, 3-trifluoromethylphenyl, 2-methoxyphenyl, 4-methoxyphenyl, 3,4-dimethoxybenzyl, or 3,4,5-trimethoxyphenyl.

63. (Currently amended) The compound of claim 59 wherein R¹ is 2-phenylphenyl, 2-benzylphenyl, 2-*tert*-butylphenyl, 2,5-di-*tert*-butylphenyl, 2-*tert*-butyl-5-acetaminophenyl, 2-(2-methylphenyl)phenyl, 2-(2-methoxyphenyl)phenyl, 3-(3-methoxyphenyl)phenyl, 3-(4-methoxyphenyl)phenyl, 2-(3-methylphenyl)phenyl, 2-(4-methylphenyl)phenyl, 2-phenoxyphenyl, 4-(n-heptyl)phenyl, or 2-(1-naphthyl)phenyl.

64. (Previously presented) The compound of claim 24 wherein R¹ is 1- or 2-naphthyl.

65. (Previously presented) The compound of claim 24 wherein R¹ is substituted 1- or 2-naphthyl.

66. (Previously presented) The compound of claim 65 wherein R¹ is 1-(4-chloro)naphthyl.

67. (Previously presented) The compound of claim 24 wherein R¹ is phenylalkyl.

68. (Previously presented) The compound of claim 67 wherein R¹ is benzyl.

69. (Previously presented) The compound of claim 67 wherein R¹ is -(CH₂)₂phenyl.

70. (Currently amended) The compound of claim 24 wherein R¹ is substituted phenylalkyl.

71. (Previously presented) The compound of claim 70 wherein R¹ is 2-*tert*-butylbenzyl.

72. (Currently amended) The compound of claim 70 wherein R¹ is 3,4,5-trimethoxybenzyl.

73. (Previously presented) The compound of claim 70 wherein R¹ is -CH₂CH₂(2-fluoro)phenyl.

74. (Previously presented) The compound of claim 24 wherein R¹ is cycloalkyl.

75. (Previously presented) The compound of claim 74 wherein cycloalkyl is a bicyclic ring.

76. (Previously presented) The compound of claim 75 wherein the bicyclic ring is partially unsaturated.

77. (Previously presented) The compound of claim 76 wherein the partially unsaturated bicyclic ring is 1-(5,6,7,8-tetrahydro)naphthalene.

78. (Previously presented) The compound of claim 74 wherein cycloalkyl is a tricyclic ring.

79. (Previously presented) The compound of claim 78 wherein the tricyclic ring is 1-adamanatnyl.

80. (Previously presented) The compound of claim 78 wherein the tricyclic ring is partially unsaturated.

81. (Previously presented) The compound of claim 24 wherein R¹ is (1- or 2-naphthyl)alkyl.

82. (Previously presented) The compound of claim 81 wherein R¹ is -CH₂(1-naphthyl) or -CH₂(2-naphthyl).

83. (Previously presented) The compound of claim 24 wherein R¹ is heterocycle or substituted heterocycle.

84. (Previously presented) The compound of claim 83 wherein R¹ is heteroaryl or substituted heteroaryl.

85. (Previously presented) The compound of claim 84 wherein R¹ is 4-pyridyl.

86. (Previously presented) The compound of claim 84 wherein R¹ is 2-pyrazinyl.

87. (Previously presented) The compound of claim 24 wherein R¹ is heterocyclealkyl or (substituted heterocycle)alkyl.

88. (Previously presented) The compound of claim 87 wherein R¹ is heteroarylalkyl or (substituted heteroaryl)alkyl.

89. (Previously presented) The compound of claim 24 wherein R¹ is -NR^{1a}(R^{1b}).

90. (Previously presented) The compound of claim 89 wherein R^{1a} and R^{1b} are both phenyl.

91. (Previously presented) The compound of claim 24 wherein R² is hydrogen.

92. (Previously presented) The compound of claim 24 wherein R² is lower alkyl.

93. (Previously presented) The compound of claim 92 wherein R² is ethyl.

94. (Previously presented) The compound of claim 24 wherein R² is benzyl.

95. (Currently amended) The compound of claim 24 wherein the compounds are:

(3S)-3-[N-(N'-(2-pyrolidino-5-trifluoromethyl-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-benzyl-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-tert-butyl-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(1-naphthyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-bromo-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(benhydryl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-trifluoromethyl-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2,6-difluoro-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(benzyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-bromo-4-chloro-6-fluoro-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(N",N"-diphenylamino)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(3-4-5-trimethoxy-benzyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-phenyl-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(1-naphthalen-1-yl-ethyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(3,4-dimethoxy-benzyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(3-trifluoromethyl-benzyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2,4-difluoro-benzyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-fluoro-phenethyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(5-isoquinolinyl)alanyl]amino-4-oxobutanoic acid;

N-(2-benzyl-phenyl)-N'-[1-(2-ethoxy-5-oxo-tetrahydro-furan-3-ylcarbamoyl)-ethyl]-oxalamide;

N-(2-tert-butyl-phenyl)-N'-[1-(2-ethoxy-5-oxo-tetrahydro-furan-3-ylcarbamoyl)-ethyl]-oxalamide;

N-(2-bromo-phenyl)-N'-[1-(2-ethoxy-5-oxo-tetrahydro-furan-3-ylcarbamoyl)-ethyl]-oxalamide;

(3S)-3-[N-(N'-(5-acetylamino-2-tert-butyl-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

N-(5-acetylamino-2-tert-butyl-phenyl)-N'-[1-(2-ethoxy-5-oxo-tetrahydro-furan-3-ylcarbamoyl)-ethyl]-oxalamide;

(3S)-3-[N-(N'-(5-acetylamino-2-tert-butyl-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

N-(2-tert-butyl-phenyl)-N'-[1-(2-benzyloxy-5-oxo-tetrahydro-furan-3-ylcarbamoyl)-ethyl]-oxalamide;

(3S)-3-[N-(N'-(2,5-di-tert-butyl-benzyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(heptyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(benzyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(C-naphthalen-1-yl-methyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-phenoxy-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-chloro-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(5,6,7,8-H4-1-naphthyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(4-chloro-1-naphthyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2,4-dichloro-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(diphenylamino)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(N"-benzyl-N"-phenylamino)oxamyl)alanyl]amino-4-oxobutanoic acid; and

(3S)-3-[N-(N'-(2-naphthalen-1-yl-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid.

96. (Previously presented) The compound of claim 25 wherein
R¹ is 1-naphthyl, substituted phenyl or substituted heterocycle;
R^{1'} is hydrogen;
R² is hydrogen or benzyl;
R³ is lower alkyl and R^{3a} is hydrogen, or R³ and R^{3a} taken together are
-(CH₂)_d- where d is an integer from 2 to 6;
B is -CH₂ZR¹⁵ where Z is oxygen; and
R¹⁵ is 2-CF₃-4-pyrimidinyl.

97. (Previously presented) The compound of claim 96 wherein R¹ is 1-naphthyl.

98. (Previously presented) The compound of claim 96 wherein R¹ is substituted phenyl.

99. (Previously presented) The compound of claim 98 wherein R¹ is 2-tert-butyl-phenyl.

100. (Previously presented) The compound of claim 98 wherein R¹ is 2-CF₃-phenyl.

101. (Previously presented) The compound of claim 98 wherein R¹ is 4-(4-morpholino)-phenyl.

102. (Previously presented) The compound of claim 98 wherein R¹ is 2-bromo-phenyl.

103. (Previously presented) The compound of claim 98 wherein R¹ is 2-chloro-phenyl.

104. (Previously presented) The compound of claim 98 wherein R¹ is 2-benzyl-phenyl.

105. (Previously presented) The compound of claim 98 wherein R¹ is 2,4,6-trichloro-phenyl.

106. (Previously presented) The compound of claim 96 wherein R¹ is substituted heterocycle.

107. (Previously presented) The compound of claim 106 wherein R¹ is 5-(1-methyl-3-phenyl)-pyrazole.

108. (Previously presented) The compound of claim 96 wherein R² is hydrogen.

109. (Previously presented) The compound of claim 96 wherein R² is benzyl.

110. (Previously presented) The compound of claim 96 wherein R³ is methyl.

111. (Previously presented) The compound of claim 96 wherein R³ is isopropyl.

112. (Previously presented) The compound of claim 96 wherein R³ and R^{3a} taken together are -(CH₂)_d-.

113. (Previously presented) The compound of claim 112 wherein d is 4.

114. (Currently amended) The compound of claim 25 wherein R¹ is 1-naphthyl, substituted phenyl or substituted heterocycle; R^{1'} is hydrogen; R² is hydrogen or benzyl; R³ and R^{3a} are both methyl, or R³ and R^{3a} taken together are -(CH₂)_d- where d is an integer from 2 to 6;

B is -CH₂ZR¹⁵ where Z is oxygen; and

R¹⁵ is 2,3,5,6-tetrafluoro-phenyl.

115. (Previously presented) The compound of claim 114 wherein R¹ is substituted phenyl.

116. (Previously presented) The compound of claim 115 wherein R¹ is 2-tert-butyl-phenyl.

117. (Previously presented) The compound of claim 115 wherein R¹ is 2-CF₃-phenyl.

118. (Previously presented) The compound of claim 115 wherein R¹ is 2-bromo-phenyl.

119. (Previously presented) The compound of claim 115 wherein R¹ is 2-chloro-phenyl.

120. (Previously presented) The compound of claim 114 wherein R¹ is substituted heterocycle.

121. (Previously presented) The compound of claim 114 wherein R² is hydrogen.

122. (Previously presented) The compound of claim 114 wherein R² is benzyl.

123. (Previously presented) The compound of claim 114 wherein R³ and R^{3a} are both methyl.

124. (Previously presented) The compound of claim 114 wherein R³ and R^{3a} taken together are -(CH₂)_d-.

125. (Previously presented) The compound of claim 124 wherein d is 2.

126. (Previously presented) The compound of claim 124 wherein d is 4.

127. (Previously presented) The compound of claim 124 wherein d is 5.
128. (Previously presented) The compound of claim 25 wherein R¹ is 1-naphthyl, substituted phenyl or substituted heterocycle; R^{1'} is hydrogen; R² is hydrogen; R³ and R^{3a} are both methyl, or R³ and R^{3a} taken together are -(CH₂)_d- where d is an integer from 2 to 6; B is hydrogen.
129. (Previously presented) The compound of claim 128 wherein R¹ is substituted phenyl.
130. (Previously presented) The compound of claim 129 wherein R¹ is 2-tert-butyl-phenyl.
131. (Previously presented) The compound of claim 129 wherein R¹ is 2-CF₃-phenyl.
132. (Previously presented) The compound of claim 129 wherein R¹ is 2-bromo-phenyl.
133. (Previously presented) The compound of claim 129 wherein R¹ is 2-chloro-phenyl.
134. (Previously presented) The compound of claim 128 wherein R¹ is substituted heterocycle.

135. (Previously presented) The compound of claim 128 wherein R³ and R^{3a} are both methyl.

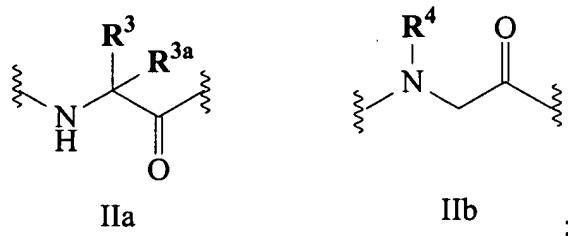
136. (Previously presented) The compound of claim 128 wherein R³ and R^{3a} taken together are -(CH₂)_d-.

137. (Previously presented) The compound of claim 136 wherein d is 2.

138. (Previously presented) The compound of claim 136 wherein d is 4.

139. (Previously presented) The compound of claim 136 wherein d is 5.

140. (Previously presented) The compound of claim 50 wherein
R¹ is substituted phenyl;
R^{1'} is hydrogen;
R² is hydrogen or lower alkyl;
B is hydrogen;
A is Formula IIa or IIb



R³ is lower alkyl and R^{3a} is hydrogen; and
R⁴ is hydrogen.

141. (Previously presented) The compound of claim 140 wherein R¹ is 2-tert-butyl-phenyl.

142. (Previously presented) The compound of claim 140 wherein R¹ is 2,6-diisopropyl-phenyl.

143. (Previously presented) The compound of claim 140 wherein R¹ is 2-bromo-4-chloro-6-fluoro-phenyl.

144. (Previously presented) The compound of claim 140 wherein R¹ is 2,4,6-trichloro-phenyl.

145. (Previously presented) The compound of claim 140 wherein R¹ is 2-bromo-4-CF₃-phenyl.

146. (Previously presented) The compound of claim 140 wherein R¹ is 2-(1-pyrrolidine)-5-CF₃-phenyl.

147. (Previously presented) The compound of claim 140 wherein R² is hydrogen.

148. (Previously presented) The compound of claim 140 wherein R² is lower alkyl.

149. (Previously presented) The compound of claim 148 wherein R² is ethyl.

150. (Previously presented) The compound of claim 140 wherein A is Formula IIa.

151. (Previously presented) The compound of claim 150 wherein R³ is methyl.

152. (Previously presented) The compound of claim 140 wherein A is Formula IIb.

153. (Previously presented) A pharmaceutical composition comprising a compound of claim 24 in combination with a pharmaceutically acceptable carrier.